

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

-----	x	Chapter 11
In re:	:	
	:	Case No. 10-16642
VENTILEX USA INC.,	:	
	:	Judge Jeffery P. Hopkins
Debtor.	:	
	;	
	;	
	;	
-----	x	

**GENERAL NOTES REGARDING SCHEDULES OF ASSETS AND LIABILITIES AND
STATEMENT OF FINANCIAL AFFAIRS**

On September 28, 2010 (the “Petition Date”), Ventilex USA Inc. (the “Debtor”) filed its voluntary petition in the United States Bankruptcy Court for the Southern District of Ohio, Eastern Division at Cincinnati, Ohio (the “Court”).

The Schedules of Assets and Liabilities (the “Schedules”) and the Statement of Financial Affairs (the “Statement”) of the Debtor have been prepared pursuant to section 521 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtor with the assistance of its advisors and are unaudited. While the Debtor has made reasonable efforts to ensure that the Statement and the Schedules are accurate and complete based on information that was available to the Debtor at the time of preparation, subsequent information or discovery may result in material changes to the Statement and the Schedules, and inadvertent errors or omissions may exist. Moreover, the Statement and the Schedules contain unaudited information that is subject to further review and potential adjustment. Furthermore, nothing contained in the Statement and the Schedules shall constitute a waiver of rights or admission with respect to the chapter 11 case including, but not limited to, any issues involving equitable subordination and/or causes of action arising under Bankruptcy Code Chapter 5 and/or any other applicable non-bankruptcy laws or rules.

Amendment. The Debtor reserves all rights to amend, supplement, or otherwise modify the Statement and/or the Schedules as is necessary or appropriate.

Basis of Presentation. Given the uncertainty surrounding the collection, valuation and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that the Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent on the Petition Date or at any time prior to the Petition Date. Likewise, to the extent that the Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

Causes of Action. The Debtor, despite best reasonable efforts, may not have identified and/or set forth all of its causes of action (actual or potential) against third parties as assets in the

Schedules and the Statement. The Debtor reserves all of its rights with respect to any causes of action it may have. Nothing in these General Notes, the Statement or the Schedules shall be deemed a waiver of any such rights, claims, causes of action or remedies.

Claims Description. Any failure to designate a claim on the Schedules or in the Statement as “disputed,” “contingent” or “unliquidated” does not constitute an admission by the Debtor that such amount is not “disputed,” “contingent” or “unliquidated.” The Debtor reserves the right to dispute any claim reflected on the Schedules or the Statement on any grounds, including, but not limited to, amount, liability or classification, or otherwise to designate subsequently such claims as “disputed,” “contingent” or “unliquidated.” The Debtor reserves the right to amend, supplement, or otherwise modify the Statement and/or Schedules accordingly.

Current Market Value –Book Value. The Debtor believes it would be an inefficient use of estate assets for the Debtor to obtain current market valuations of all of its assets. Accordingly, unless otherwise indicated and except where book value indicates a \$0.00 value, book values are reflected on the Schedules and the Statements. For this reason, amounts ultimately realized will vary from book value and such variance may be material. In addition, the amounts shown for liabilities exclude items identified as “Unknown” or “Undetermined” and, thus, ultimate liabilities may differ materially from those stated in the Statement and Schedules.

Dates. Unless otherwise indicated, all information is as of the Petition Date. The claims listed in the Schedules arose or were incurred on various dates. The Debtor does not list a specific date of occurrence for each and every claim.

Excluded Assets and Liabilities. The Debtor may have excluded certain immaterial assets and liabilities.

Foreign Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars, and translated from other currencies as of the Petition Date where applicable.

Insiders. Except as may be otherwise indicated in the Statement or the Schedules, the Debtor has included all payments made during the one-year period preceding the Petition Date to any person deemed an “insider,” as that term is defined in Bankruptcy Code Section 101(31). Persons listed as “insiders” have been included for informational purposes only. The Debtor does not take any position with respect to (a) such person’s influence over the control of the Debtor, (b) the management responsibilities or functions of such person, (c) the decision-making or corporate authority of such person, or (d) whether such person could successfully argue that he or she is not an “insider” under applicable law.

Inventory. Inventory where applicable is presented without consideration for any potential warehousemen’s or similar liens.

Paid Claims. Certain prepetition fixed, liquidated and undisputed unsecured claims owing as of the Petition Date were paid in accordance with certain first-day orders before the date of the filing of the Schedules and Statement. As such, certain Schedules may list amounts payable as

of the Petition Date, without reduction for payments made after the Petition Date in accordance with such orders.

Third-Party Property. In the ordinary course of its business, the Debtor leases and/or maintains on site equipment from certain third-party lessors for use in the daily operation of its business and otherwise use and hold property owned by third-parties pursuant to contracts and leases with such parties. To the extent known, such leases or contracts are set forth in Schedule G. The property subject to any such leases or contracts is not reflected in either Schedule A or Schedule B as either owned property or assets of the Debtor. Nothing contained in the Schedules and Statement is or shall be construed as an admission or determination as to the legal status of any lease (including, but not limited to, whether any lease is a true lease or a financing arrangement) or contract (including, but not limited to, whether the contract is, in fact, an executor contract), and the Debtor reserves all rights with respect to any such issues.

Schedule A – Real Property. The Debtor has listed the value of its real estate property based on consultation with a real estate professional with knowledge of the market in which the Debtor's property is located. This amount may be materially different from the fair market value for such real estate property.

Schedule B(23) – Licenses, franchises, and other general intangibles. The Debtor has listed various licenses which may or may not be transferable and, therefore, may have no market value, although they do have value to the Debtor because they are used to operate the Debtor's business. Nothing herein or in the Schedules and Statement shall be construed as an admission or acknowledgement by the Debtor that any particular license is not transferable either pursuant to its terms or pursuant to the provisions of the Bankruptcy Code or has no market value, and the Debtor reserves all rights with respect to such issues.

Schedule B(24) – Customers lists and other compilations containing personally identifiable information. The Debtor has listed various customer lists with an undetermined value. For confidentiality reasons, copies of customer lists are not valued or included.

Schedule D – Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Court, the Debtor reserves the right to dispute or challenge the nature, extent, validity, or priority of any lien, claim or encumbrance set forth for any creditor listed on Schedule D or otherwise. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, validity and priority of any liens. Nothing in the General Notes, the Schedules or the Statement shall be deemed a modification or interpretation of the terms of such agreements or related documents. Real property lessors, utility companies and other parties that may hold security deposits have not been listed on Schedule D. The Debtor has not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by, or on behalf of, the Debtor, or inchoate statutory lien rights.

Schedule E – Creditors Holding Unsecured Priority Claims. The Debtor reserves the right to dispute or challenge whether creditors listed on Schedule E are entitled to priority claims.

Schedule E does not include (a) priority employee claims that were paid pursuant to the October 5, 2010, *Order Granting Motion of Debtor and Debtor-in-Possession for Order (A) Authorizing Debtor to Pay Prepetition Wages, Salaries and Commissions to Employees; (B) Authorizing Debtor to Pay Prepetition Benefits and Continue Employee Benefit Programs; and (C) Directing Banks to Honor Prepetition Checks for payment of Prepetition Employee Obligations* (the “Wage Order”).

Schedule F – Creditors Holding Unsecured Nonpriority Claims. Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts are, however, reflected on the Debtor’s books and records as required in accordance with Generally Accepted Accounting Principles in the United States. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While best efforts have been made, determination of each date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtor does not list a date for each claim listed on Schedule F.

Certain creditors owe amounts to the Debtor and may have valid setoff or recoupment rights with respect to such amounts. The Debtor has not reviewed the validity of any such setoff or recoupment rights and hereby reserves all rights to challenge such setoff or recoupment rights.

Schedule F contains information regarding pending and concluded litigation involving the Debtor. The amounts for these potential claims are listed as undetermined and, therefore, marked as contingent, unliquidated and disputed in the Schedules.

Schedule F does not include claims that were paid pursuant to the Wage Order.

Schedule G – Executory Contracts and Unexpired Leases. While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or over-inclusion may have occurred. Listing a contract, agreement or lease on Schedule G does not constitute an admission that such contract, agreement or lease is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. Any and all of the Debtor’s rights, claims and causes of action with respect to the contracts, agreements and leases listed on Schedule G are hereby reserved and preserved. In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as indemnity agreements, supplemental agreements, amendments/letter agreements, and confidentiality agreements. Such documents may not be set forth in Schedule G. The Debtor reserves all of its rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor’s claim.

Omission of a contract, agreement or lease from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtor’s rights under the Bankruptcy Code or other applicable law with respect to any such omitted contracts, agreements or leases are not impaired by the omission. Schedule G may be amended at any time to add any omitted contract, agreement or lease.

Totals. All totals that are included in the Schedules represent totals of all known amounts included in the Debtor's books and records as of the Petition Date. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.

Trade Accounts Receivable and Accounts Payable. Such accounts are presented without consideration for any liabilities related to mutual counterparty accounts payable, open or terminated contract liabilities, liquidated damages, setoff or recoupment rights or collateral held by the Debtor unless otherwise stated. Likewise, accounts payable are shown without consideration for accounts receivable, open or terminated contracts, liquidated damages, setoff or recoupment rights or collateral that has been posted on behalf of the counterparty.

SOFA Question 4(a) – Suits and Administrative Proceedings. The Debtor has made reasonable and good faith efforts to include in its responses to SOFA Question 4(a) a complete list of all lawsuits and litigation proceedings to which the Debtor was a party within the one (1) year period immediately preceding the Petition Date. To the extent the Debtor becomes aware that it has omitted any such lawsuits or proceedings, it intends to amend its SOFAs.

NOTWITHSTANDING ANYTHING TO THE CONTRARY CONTAINED HEREIN OR IN THE SCHEDULES OR STATEMENT, THE DEBTOR RESERVES THE RIGHT TO AMEND, SUPPLEMENT, OR OTHERWISE MODIFY THE SCHEDULES AND/OR STATEMENT AND TO DISPUTE THE NATURE, EXTENT, VALIDITY, OR PRIORITY OF ANY LIEN, CLAIM OR ENCUMBRANCE SET FORTH IN THE SCHEDULES AND/OR STATEMENT.

B6 Cover (Form 6 Cover) (12/07)

FORM 6. SCHEDULES

Summary of Schedules

Statistical Summary of Certain Liabilities and Related Data (28 U.S.C. § 159)

Schedule A - Real Property

Schedule B - Personal Property

Schedule C - Property Claimed as Exempt

Schedule D - Creditors Holding Secured Claims

Schedule E - Creditors Holding Unsecured Priority Claims

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Schedule G - Executory Contracts and Unexpired Leases

Schedule H - Codebtors

Schedule I - Current Income of Individual Debtor(s)

Schedule J - Current Expenditures of Individual Debtor(s)

Unsworn Declaration under Penalty of Perjury

GENERAL INSTRUCTIONS: The first page of the debtor's schedules and the first page of any amendments thereto must contain a caption as in Form 16B. Subsequent pages should be identified with the debtor's name and case number. If the schedules are filed with the petition, the case number should be left blank

Schedules D, E, and F have been designed for the listing of each claim only once. Even when a claim is secured only in part or entitled to priority only in part, it still should be listed only once. A claim which is secured in whole or in part should be listed on Schedule D only, and a claim which is entitled to priority in whole or in part should be listed on Schedule E only. Do not list the same claim twice. If a creditor has more than one claim, such as claims arising from separate transactions, each claim should be scheduled separately.

Review the specific instructions for each schedule before completing the schedule.

In re Ventilex USA Inc. Case No. 10-16642
Debtor (If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Real property located at 4640 Emerald Way, Middletown, Butler County, Ohio PPNs Q6542059000042 and Q6542059000042A See attached legal description			496,896.28	Exceeds Value
Total ➤			496,896.28	

(Report also on Summary of Schedules.)

SCHEDULE A

EXHIBIT A

Situated in the State of Ohio, Butler County, City of Middletown, being part of Lot 19942 as known on the plat of the City of Middletown and being part of the lands conveyed to the City of Middletown by Official Record Volume 6099, Page 706 of the Butler County, Ohio Recorder's Office and being more particularly described as follows:

Beginning at an iron pin found at the northwest corner of Lot 19942; thence along the northerly line of said Lot 19942, N82°15'11"E a distance of 712.13 feet to an iron pin set at the westerly line of Emerald Way (60' right-of-way); thence along the westerly right-of way line of said Emerald Way the following three (3) courses and distances

- 1) S10°10'32"W a distance of 351.21 feet to an iron pin set;
- 2) Along a curve to the right having a radius of 20 feet, an arc length of 20.33 feet, the chord of said curve bears S39°17'49"W a distance of 19.47 feet to an iron pin set;
- 3) Along a curve to the left having a radius of 75.00 feet an arc length of 131.06 feet, the chord of said curve bears S18°21'32"W a distance of 115.01 feet to an iron pin found;

Thence leaving the said Emerald Way S58°17'53"W a distance of 403.30 feet; thence on a new division line N86°43'18"W a distance of 285.00 feet to an iron pin set on the west line of said lot 19942; thence N03°16'42"E a distance of 570.49 feet to the Point of Beginning;

Containing 8.517 acres more or less and being subject to all easements, restrictions and rights-of-way of record.

The above description is based on a survey dated August 3, 2007 by Apex Engineering & Surveying, Inc., Paul J. Leisring, Ohio Professional Surveyor No. 7267 and is recorded in Volume 51, Page 67 of the Butler County Engineer's Record of Land Surveys.

PPN Q6542059000042
PPN Q6542059000042A

In re Ventilex USA Inc. Case No. 10-16642
Debtor (If known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See. 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		U.S. Bank - Business Checking Fifth Third Bank - Business Checking		404.28 68,342.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books. Pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Bond for 401(k) Plan with St. Paul Travelers - no surrender value Customs continuous bond for international shipping - no surrender value Commercial Package Policy with Westfield Companies - no surrender value		0.00 0.00 0.00
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

In re Ventilex USA Inc.Case No. 10-16642

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable		429,474.90
17. Alimony, maintenance, support, and property settlement to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate or a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights of setoff claims. Give estimated value of each.		Potential damage claim against Riviana Foods, Inc. for lost equipment		750.00
22. Patents, copyrights, and other intellectual property. Give particulars.		Logo		Unknown
23. Licenses, franchises, and other general intangibles. Give particulars.		Filemaker 9 (database software)		Unknown
		Solidworks 2009 (engineering design software)		Unknown
		Microsoft Expression 4 (web design software)		Unknown
		DaisyLab (laboratory testing software)		Unknown
		Daylite (Mac contact database software)		Unknown
		Trademark License Agreement with Ventilex B.V.		Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. §101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Customer List		Unknown

In re Ventilex USA Inc.

Case No. 10-16642

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2003 Ford Ranger		1,275.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment		5,078.81
		Office Furniture		11,972.91
29. Machinery, fixtures, equipment, and supplies used in business.		Show Equipment		782.59
		Moisture Analyzer		872.92
		Equipment for Installations		591.56
		Computer Equipment		24,773.01
		Test Equipment		4,000.00
		Shop Equipment		2,952.77
		Test Unit		3,000.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid Travel Cards		1,347.33
		Anticipated Refund from Ohio Department of Taxation for income taxes		60,457.00
		Credit Balance with Bernard Controls, Inc.		207.00
0 continuation sheets attached Total				\$ 616,282.08

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

In re Ventilex USA Inc.Case No. 10-16642

Debtor

(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

☐ 11 U.S.C. § 522(b)(2)☐ Check if debtor claims a homestead exemption that exceeds
\$146,450*.☐ 11 U.S.C. § 522(b)(3)

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable.			

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6D (Official Form 6D) (12/07)

In re Ventilex USA Inc.,

Case No. 10-16642

Debtor

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.		Lien: Mortgage Security: Real and Personal Property				1,896,164.74	782,986.38
Ventilex B.V. Europaweg 8 8181 BH Heerde The Netherlands							
		VALUE \$ 1,113,178.36					
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					

0 continuation sheets attached

Subtotal (Total of this page)	\$ 1,896,164.74	\$ 782,986.38
Total (Use only on last page)	\$ 1,896,164.74	\$ 782,986.38

(Report also on
Summary of Schedules)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

B6E (Official Form 6E) (04/10)

In re Ventilex USA Inc.
DebtorCase No. 10-16642
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

*Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Ventilex USA Inc.,
Debtor

Case No. 10-16642
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(4)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.								
Aaron Walker 4108 Ivanhoe Avenue Cincinnati, OH 45212						0.00	0.00	0.00
ACCOUNT NO.								
Adam Higgins 6755 Woodsedge Drive Liberty Twp., OH 45044						0.00	0.00	0.00
ACCOUNT NO.								
Bill A. Powers 8780 Balboa Drive Cincinnati, OH 45231						0.00	0.00	0.00
ACCOUNT NO.								
Gary A. Housemeyer 9206 E. Kemper Road Loveland, OH 45140						0.00	0.00	0.00

Sheet no. 1 of 5 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 0.00 \$ 0.00 \$ 0.00

(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)

Total ➤

\$

(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

Totals ➤

\$ \$ \$

B6E (Official Form 6E) (04/10) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(4)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.								
Jodi E. Lex 201 Winesap Drive Middletown, OH 45044						0.00	0.00	0.00
ACCOUNT NO.								
Michael Hadjinian 7235 Stone Harbour Lane West Chester, OH 45069						0.00	0.00	0.00
ACCOUNT NO.								
ACCOUNT NO.								

Sheet no. 2 of 5 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 0.00 \$ 0.00 \$ 0.00

(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)

Total ➤

\$

(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

Totals ➤

\$ \$ \$

B6E (Official Form 6E) (04/10) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.		Consideration: Notice Party						
Attorney General of the United States US Department of Justice Tax Div. PO Box 55, Ben Franklin Stat. Washington, DC 20044						Notice Only	Notice Only	Notice Only
ACCOUNT NO.		Consideration: Taxes						
Butler County Treasurer 315 High Street, 10th Floor Hamilton, OH 45011						Unknown	Unknown	Unknown
ACCOUNT NO.		Consideration: Taxes						
City of Middletown Income Tax Division PO Box 428739 Middletown, OH 45042						Unknown	Unknown	Unknown
ACCOUNT NO.		Consideration: Taxes						
Internal Revenue Service 550 Main Street Cincinnati, OH 45202						Unknown	Unknown	Unknown

Sheet no. 3 of 5 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 0.00 \$ 0.00 \$ 0.00

(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)

Total ➤

\$

(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

Totals ➤

\$ \$ \$

B6E (Official Form 6E) (04/10) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.		Consideration: Taxes						
Internal Revenue Service PO Box 21125 Philadelphia, PA 19114						Unknown	Unknown	Unknown
ACCOUNT NO.		Consideration: Taxes						
Ohio Bureau of Workers' Compensation Attn: Law Section Bankruptcy Unit PO Box 15567 Columbus, OH 43215-0567						Unknown	Unknown	Unknown
ACCOUNT NO.		Consideration: Taxes						
Ohio Department of Taxation PO Box 530 Columbus, OH 43216						Unknown	Unknown	Unknown
ACCOUNT NO.		Consideration: Taxes						
Ohio Dept. of Job & Family Svcs. Attn: Collections Dept. PO Box 182404 Columbus, OH 43218-2404						Unknown	Unknown	Unknown

Sheet no. 4 of 5 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 0.00 \$ 0.00 \$ 0.00

(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules)

Total ➤

\$

(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

Totals ➤

\$ \$ \$

B6E (Official Form 6E) (04/10) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet) Sec. 507(a)(8)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above..)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.		Consideration: Taxes						
Workers Comp. BWC State Insurance Fund Corporate Processind Dept. Columbus, OH 43271						Unknown	Unknown	Unknown
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								

Sheet no. 5 of 5 continuation sheets attached to Schedule of
Creditors Holding Priority ClaimsSubtotal ➤
(Totals of this page)

\$ 0.00 \$ \$

(Use only on last page of the completed
Schedule E.) Report also on the Summary
of Schedules

Total ➤

\$ 0.00

(Use only on last page of the completed
Schedule E. If applicable, report also on
the Statistical Summary of Certain
Liabilities and Related Data.)

Totals ➤

\$ 0.00 \$ 0.00 \$ 0.00

B6F (Official Form 6F) (12/07)In re Ventilex USA Inc.,Case No. 10-16642

Debtor

(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Able Tool Corporation 617 N. Wayne Ave Cincinnati, OH 45215		Consideration: Trade Debt				Notice Only
ACCOUNT NO. ADP 504 Clinton Center Dr., Ste. 444 Clinton, MS 39056		Consideration: Services				224.98
ACCOUNT NO. Alliance Manufacturing Services 830 Springfield St. Dayton, OH 45403		Consideration: Trade Debt				Notice Only
ACCOUNT NO. Amos Robinson c/o Robinson Industrial Sales, Inc. 4528 Caminito Pedernal San Diego, CA 92117-3624						Notice Only
14 continuation sheets attached						Subtotal ➤ \$ 224.98
						Total ➤ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Services				
Aon Risk Services Southwest, Inc. Department 9965 Los Angeles, CA 90088-9965						490.40
ACCOUNT NO.		Consideration: Trade Debt				
APEC 204 Hiawatha Trail Springboro, OH 45066						6,083.37
ACCOUNT NO.		Consideration: Trade Debt				
Applied Industrial Technologies 22510 Network Place Chicago, IL 60673-1225						Notice Only
ACCOUNT NO.		Consideration: Services				
AT&T PO Box 8100 Aurora, IL 60507						52.53
ACCOUNT NO.		Consideration: Services				
Ballard Spahr 2029 Century Park East, Suite 800 Los Angeles, CA 90067-2909						Notice Only

Sheet no. 1 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 6,626.30

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Services				
Berg-Berry Associates, Inc. 1127 Fehl Lane Cincinnati, OH 45230						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Bernard Controls, Inc. 15740 Park Row #100 Houston, TX 77084						Notice Only
ACCOUNT NO.		Consideration: Services				
Berns Landscaping 825 Greentree Road Middletown, OH 45044						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Blashock Plumbing 6846 Michael Road Middletown, OH 45042						100.00
ACCOUNT NO.		Consideration: Alleged Customer Damages Claim				
California Nut Company 5166 S. Sperry Road Denair, CA 95316			X	X	X	400,000.00

Sheet no. 2 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 400,100.00

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade Debt				
Cam's Commercial Cleaning, LLC 521 Byers Rd, Suite 107 Miamisburg, OH 45342						138.13
ACCOUNT NO.		Consideration: Trade Debt				
Cincinnati Heat Exchangers, Inc. 6404 Thornberry Court, Suite 440 Mason, OH 45040						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Cincinnati Laser Cutting PO Box 706009 Cincinnati, OH 45270-6009						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Cincinnati USA Regional Chamber PO Box 630511 Cincinnati, OH 45263						485.00
ACCOUNT NO.		Consideration: Services				
City of Middletown Water PO Box 740402 Cincinnati, OH 45274						65.30

Sheet no. 3 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 688.43

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade Debt				
Crescent Electric Supply Company PO Box 500 East Dubuque, IL 61025-4420						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Dominion-Carolina Sales, Inc. PO Box 5052 High Point, NC 27262						Notice Only
ACCOUNT NO.		Consideration: Services				
Duke Energy PO Box 9001076 Louisville, KY 40290						814.96
ACCOUNT NO.		Consideration: Trade Debt				
Dwyer Instruments, Inc. PO Box 338 Michigan City, IN 46361-0338						Notice Only
ACCOUNT NO.		Consideration: Services				
Employment Screening Agency 8010 Blue Ash Road Cincinnati, OH 45236						398.00

Sheet no. 4 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 1,212.96

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade Debt				
Equipment Depot 1000 Fujitec Road Lebanon, OH 45036						161.23
ACCOUNT NO.		Consideration: Trade Debt				
Exor Electronic R&D, Inc. 10150 International Blvd. Cincinnati, OH 45246						807.21
ACCOUNT NO.		Consideration: Trade Debt				
F.B. Wright PO Box 46507 Cincinnati, OH 45240						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Fastenal Company PO Box 978 Winona, MN 55987						487.17
ACCOUNT NO.		Consideration: Trade Debt				
FCX Performance 3000 East 47th Street Columbus, OH 43219						751.57

Sheet no. 5 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 2,207.18

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
Debtor

Case No. 10-16642
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. FedEx PO Box 371461 Pittsburgh, PA 15250-7461		Consideration: Services				Notice Only
ACCOUNT NO. Harding Industrial Sales PO Box 3457 Oak Brook, IL 60521		Consideration: Trade Debt				Notice Only
ACCOUNT NO. Humana PO Box 533 Carol Stream, IL 60132		Consideration: Services				2,442.30
ACCOUNT NO. Ice Mountain 6661 Dixie Hwy, Suite 4 Louisville, KY 40258		Consideration: Trade Debt				18.26
ACCOUNT NO. Industrial Minerals Association 2011 Pennsylvania Avenue NW, Suite 301 Washington, DC 20006		Consideration: Trade Debt				Notice Only

Sheet no. 6 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	2,460.56
Total	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Innovative Fiber Optic Solutions, LLC 2 North Main Street Middletown, OH 45042		Consideration: Services				1,221.88
ACCOUNT NO. 600.00 Int'l Packaged Concrete Mfg. Assoc. 873 Western Avenue Toledo, OH 43609		Consideration: Trade Debt				0.00
ACCOUNT NO. John B. Sanfilippo & Son Mail code: 1-NW-AP 1703 N. Randall Road Elgin, IL 60123		Consideration: Alleged Customer Damages Claim	X	X	X	739,000.00
ACCOUNT NO. JUMO Process Control, Inc. 8 Technology Blvd. Canastota, NY 13032		Consideration: Trade Debt				Notice Only
ACCOUNT NO. Kami-Fund Consulting PO Box 873 West Chester, OH 45071		Consideration: Services				Notice Only

Sheet no. 7 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 740,221.88

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
Debtor

Case No. 10-16642
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Services				
Kelli Norden and Associates 11726 San Vicente Boulevard Suite 205 Los Angeles, CA 90049						Notice Only
ACCOUNT NO.		Consideration: Services				
Kuehne + Nagel Services Ltd PO Box 2039 Carol Stream, IL 60132-2039						Notice Only
ACCOUNT NO.		Consideration: Services				
Legal Video Services 2702 Castle Heights Place Los Angeles, CA 90034						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
MIS PO Box 42772 Cincinnati, OH 45242						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Ohio Window Cleaning, Inc. PO Box 24039 Dayton, OH 45424-0026						Notice Only

Sheet no. 8 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	0.00
Total	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. OPEX Communications 707 Wilshire Blvd., 12th Floor Los Angeles, CA 90017		Consideration: Services				Notice Only
ACCOUNT NO. Paragon Building Materials 2895 Hamner Avenue Norco, CA 92860		Consideration: Forfeited Deposit on Order Cancellation	X	X	X	178,268.00
ACCOUNT NO. Paramount Farms 13646 Hwy 33 Lost Hills, CA 93249		Consideration: Alleged Customer Damages Claim	X	X	X	4,989,387.00
ACCOUNT NO. Phoenix International 36960 Eagle Way Chicago, IL 60678-1369		Consideration: Trade Debt				Notice Only
ACCOUNT NO. Phoenix Rose Company Fasteners 4728 Jacksontown Road S.E. Newark, OH 43056		Consideration: Trade Debt				Notice Only

Sheet no. 9 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 5,167,655.00

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade Debt				
Pitney Bowes 2225 American Drive Neenah, WI 54956						60.00
ACCOUNT NO.		Consideration: Trade Debt				
Poster Compliance Center 3687 Mt. Diablo Blvd. Suite B100 Lafayette, CA 94549-3744						Notice Only
ACCOUNT NO.		Consideration: Services				
R&L Carriers, Inc. PO Box 713153 Columbus, OH 43271					X	696.24
ACCOUNT NO.		Consideration: Trade Debt				
Rexel Box 347009 Pittsburgh, PA 15251-4009						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Ridge Process Solutions, LLC 1708 Blue Rock St. Cincinnati, OH 45223						Notice Only

Sheet no. 10 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 756.24

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade Debt				
Select Harvest Kyndalyn Park Pty. Ltd. Private Bag 15 Robinvale, VIC 3549			X	X	X	Unknown
ACCOUNT NO.		Consideration: Trade Debt				
Siftex 52D Connecticut Avenue South Windsor, CT 06074						2,589.04
ACCOUNT NO.		Consideration: Forfeited Deposit on Order Cancellation				
Silver Creek Frac Sand, LLC 3211 W. 4th Street Fort Worth, TX 76107			X	X	X	505,994.00
ACCOUNT NO.		Consideration: Trade Debt				
Spiral Mfg. Co, Inc. 11419 Yellowpine Street Minneapolis, MN 55448						Notice Only
ACCOUNT NO.		Consideration: Trade Debt				
Star Combustion Systems LLC PO Box 636 Mason, OH 45040						17,003.12

Sheet no. 11 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 525,586.16

Total > \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
Debtor

Case No. 10-16642
(If known)

SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Technos Corp Fan Services 7016 FM 3009 Schertz, TX 78154		Consideration: Trade Debt				Notice Only
ACCOUNT NO. Temco Inc. 112 Commerce Blvd. Loveland, OH 45140		Consideration: Claim for lost equipment				750.00
ACCOUNT NO. The F.D. Lawrence Electric Co. 3450 Beekman Street Cincinnati, OH 45223		Consideration: Trade Debt				Notice Only
ACCOUNT NO. The New York Blower Company Dept. 20-1004 PO Box 5940 Carol Stream, IL 60197-5940		Consideration: Trade Debt				Notice Only
ACCOUNT NO. Thomas J. Schroeder 8378 Sweet Briar Court Liberty Township, OH 45044		Consideration: Employment Contract				Notice Only

Sheet no. 12 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal	\$	750.00
Total	\$	

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Trade Debt				
Trecom Industrial USA Automation Hogeweg 182 3815 LZ Amersfoort The Netherlands						24,485.29
ACCOUNT NO.		Consideration: Trade Debt				
Tristate Valves & Controls, Inc. 100 Northeast Drive Loveland, OH 45140						7,691.17
ACCOUNT NO.		Consideration: Insurance				
Unum Life Insurance Company of America PO Box 409548 Atlanta, GA 30384-9548						290.14
ACCOUNT NO.		Consideration: Services				
UPS Lockbox 577 Carol Stream, IL 60132						36.33
ACCOUNT NO.		Consideration: Trade Debt				
UPS Supply Chain Solutions, Inc. 28013 Network Place Chicago, IL 60673						705.38

Sheet no. 13 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal ▶ \$ 33,208.31

Total ▶ \$

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re Ventilex USA Inc.,
DebtorCase No. 10-16642
(If known)**SCHEDULE F- CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF,	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		Consideration: Goods Sold				
Ventilex B.V. Europaweg 8 8181 BH Heerde The Netherlands						368,096.69
ACCOUNT NO.		Consideration: Services				
Victory Search Group 5464 N. Port Washington Rd. Suite 292 Milwaukee, WI 53217						22,100.00
ACCOUNT NO.		Consideration: Alleged Customer Damages Claim				
Wisconsin Industrial Sand a Division of Fairmount Minerals N5628 580th Street Menomonie, WI 54751			X	X	X	201,936.00
ACCOUNT NO.		Consideration: Trade Debt				
Xpander 9861 W. Sample Rd. #241 Coral Springs, FL 33065						Notice Only
ACCOUNT NO.						

Sheet no. 14 of 14 continuation sheets attached
to Schedule of Creditors Holding Unsecured
Nonpriority Claims

Subtotal > \$ 592,132.69

Total > \$ 7,473,830.69

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

In re Ventilex USA Inc. Case No. 10-16642
Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Ventilex B.V. Europaweg 8 8181 BH Heerde The Netherlands	Trademark License Agreement Dated 7/1/10
Michael C. Hadjinian 7235 Stone Harbour Lane West Chester, OH 45069	Employment Agreement dated 8/4/10
Adam Higgins 6755 Woodsedge Drive Liberty Twp., OH 45044	Employment Agreement dated 7/13/07
Gary Housemeyer 9206 E. Kemper Road Loveland, OH 45140	Employment Agreement dated 7/13/09
William Powers 8780 Balboa Drive Cincinnati, OH 45231	Employment Agreement Dated 6/15/04
Aaron Walker 4108 Ivanhoe Avenue Cincinnati, OH 45212	Employment Agreement Dated 6/19/07
Pitney Bowes Global Financial Services LLC	Lease of Postage Meter Term: 39 months Dated 7/7/10 Quarterly Amount \$60

In re Ventilex USA Inc. Case No. 10-16642
Debtor (if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Page)

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Xpander Communications, inc. 9861 W. Sample Rd. #241 Coral Springs, FL 33065	Service Agreement for Telephones Monthly Fee: \$366.00
Innovative Fiber Optic Solutions, L.L.C. 2 North Main Street Middletown, OH 45042	Contract for fibre line Term: 2 years with automatic 1 year renewals Dated 12/3/07 \$1,150 monthly
ADP 504 Clinton Center Drive #444 Clinton, MS 39056	Payroll Service Contract
ADP, Inc. One ADP Boulevard Roseland, NJ 07068	Administrative Services Agreement for 401(k) Plan Dated May 22, 2005

In re Ventilex USA Inc.

Debtor

Case No. 10-16642

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

B6 Summary (Official Form 6 - Summary) (12/07)

United States Bankruptcy Court
Southern District of Ohio

In re Ventilex USA Inc.
Debtor

Case No. 10-16642

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES	1	\$ 496,896.28		
B - Personal Property	YES	3	\$ 616,282.08		
C - Property Claimed as exempt	YES	1			
D - Creditors Holding Secured Claims	YES	1		\$ 1,896,164.74	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	7		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	15		\$ 7,473,830.69	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	0			\$ 0.00
J - Current Expenditures of Individual Debtors(s)	NO	0			\$ 0.00
TOTAL		31	\$ 1,113,178.36	\$ 9,369,995.43	

United States Bankruptcy Court

Southern District of Ohio

In re Ventilex USA Inc.
Debtor

Case No. 10-16642

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☒ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ N.A.
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ N.A.
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ N.A.
Student Loan Obligations (from Schedule F)	\$ N.A.
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$ N.A.
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ N.A.
TOTAL	\$ N.A.

State the Following:

Average Income (from Schedule I, Line 16)	\$ N.A.
Average Expenses (from Schedule J, Line 18)	\$ N.A.
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ N.A.

State the Following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ N.A.
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ N.A.	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ N.A.
4. Total from Schedule F		\$ N.A.
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ N.A.

In Re Ventilex USA Inc.

Case No. 10-16642
(if known)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

	AMOUNT	SOURCE
2010	2299115.94	Gross Sales
2009	2641312.00	Gross Sales
2008	6133357.00	Gross Sales

2. Income other than from employment or operation of business

None

☐

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

See Attached for Other Income Received

3. Payments to creditors

None

☒

Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

None

☐

b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after date of adjustment.*

NAME AND ADDRESS OF CREDITOR
AND RELATIONSHIP TO DEBTOR

DATES OF
PAYMENTS

AMOUNT
PAID

AMOUNT STILL
OWING

See Attached List

STATEMENT OF FINANCIAL AFFAIRS ITEM 2

Ventilex USA Inc.
Account QuickReport
All Transactions

Date	Money From	Amount
09/15/2008	IRS Refund	12,000.00
01/11/2010	IRS Refund	260,076.00
05/20/2010	State of Ohio Refund	6,507.55
04/19/2010	IRS Refund	364,055.00

Account QuickReport

September 28 through December 31, 2008

<u>Date</u>	<u>Amount</u>
Interest Income	
09/30/2008	1,373.61
10/31/2008	557.77
11/30/2008	147.35
12/31/2008	101.58
	<u>2,180.31</u>

<u>Date</u>	<u>Amount</u>
Interest Income	
01/31/2009	357.76
02/28/2009	187.57
03/31/2009	89.65
04/30/2009	316.70
05/31/2009	245.43
06/30/2009	35.92
07/31/2009	143.31
08/31/2009	95.49
09/30/2009	69.32
10/31/2009	39.81
11/30/2009	26.14
12/31/2009	21.60
	<u>1,628.70</u>

<u>Date</u>	<u>Amount</u>
Interest Income	
01/31/2010	187.42
02/28/2010	111.64
03/31/2010	65.26
04/30/2010	130.04
05/31/2010	130.53
06/30/2010	57.38
07/31/2010	44.35
08/31/2010	29.06
	<u>755.68</u>

**STATEMENT OF
FINANCIAL AFFAIRS
ITEM 3(b)**

Ventilex USA Inc.

Check Detail

June 28 through September 28, 2010

Type	Num	Date	Name	Account	Original Amount
Bill Pmt -Check	3770	07/06/2010	Aaron R. Walker	1020 - Checking/US Bank	-3,261.78
Bill Pmt -Check	3824	08/10/2010	Aaron R. Walker	1020 - Checking/US Bank	-307.99
Bill Pmt -Check	3828	08/16/2010	Aaron R. Walker	1020 - Checking/US Bank	-3,746.39
Bill Pmt -Check	3869	09/09/2010	Aaron R. Walker	1020 - Checking/US Bank	-4,938.42
			4108 Ivanhoe Ave		
			Cincinnati, OH 45212		
Bill Pmt -Check	3780	07/12/2010	Adam C. Higgins	1020 - Checking/US Bank	-2,003.44
Bill Pmt -Check	3825	08/10/2010	Adam C. Higgins	1020 - Checking/US Bank	-3,451.31
Bill Pmt -Check	3872	09/13/2010	Adam C. Higgins	1020 - Checking/US Bank	-683.71
			6755 Woodsedge Dr		
			Liberty Twp, OH 45044		
Bill Pmt -Check	3754	06/28/2010	Ballard Spahr	1020 - Checking/US Bank	-25,741.34
Bill Pmt -Check	3773	07/08/2010	Ballard Spahr	1020 - Checking/US Bank	-7,859.50
Bill Pmt -Check	3839	08/17/2010	Ballard Spahr	1020 - Checking/US Bank	-7,897.37
			2029 Century Park East, Suite 800		
			Los Angeles, CA 90067-2909		
Bill Pmt -Check	3874	09/16/2010	Cincinnati Heat Exchangers, Inc.	1020 - Checking/US Bank	-10,180.00
			6404 Thornberry Court, Suite 440		
			Mason, OH 45040		
Bill Pmt -Check	ACH	09/28/2010	Hahn Loeser	1020 - Checking/US Bank	-25,000.00
Bill Pmt -Check	3830	08/17/2010	Hahn Loeser	1020 - Checking/US Bank	-19,300.82
Bill Pmt -Check	3857	08/30/2010	Hahn Loeser	1020 - Checking/US Bank	-1,301.00
			200 Public Square		
			Suite 2800		
			Cleveland, OH 44114		
Bill Pmt -Check	3771	07/06/2010	Jodi Lex	1020 - Checking/US Bank	-447.09
Bill Pmt -Check	3813	08/02/2010	Jodi Lex	1020 - Checking/US Bank	-1,076.11
Bill Pmt -Check	3832	08/17/2010	Jodi Lex	1020 - Checking/US Bank	-3,478.06
Bill Pmt -Check	3870	09/09/2010	Jodi Lex	1020 - Checking/US Bank	-3,072.28

Ventilex USA Inc.

Check Detail

June 28 through September 28, 2010

Bill Pmt -Check	3895	09/27/2010	Jodi Lex 201 Wine Sap Lane Middletown, OH 45044	1020 - Checking/US Bank	-1,334.39
Bill Pmt -Check	3772	07/06/2010	King Mechanical 15 East Walnut Street Chippewa Falls, WI 54729	1020 - Checking/US Bank	-9,332.20
Bill Pmt -Check	3774	07/08/2010	Morrison Cohen LLP	1020 - Checking/US Bank	-42,571.27
Bill Pmt -Check	3775	07/08/2010	Morrison Cohen LLP	1020 - Checking/US Bank	-28,586.56
Bill Pmt -Check	3816	08/05/2010	Morrison Cohen LLP	1020 - Checking/US Bank	-34,856.93
Bill Pmt -Check	3818	08/10/2010	Morrison Cohen LLP	1020 - Checking/US Bank	-14,811.98
Bill Pmt -Check	3873	09/13/2010	Morrison Cohen LLP 909 Third Avenue New York, NY 10022-4731	1020 - Checking/US Bank	-24,061.07
Bill Pmt -Check	3759	06/28/2010	Siftex	1020 - Checking/US Bank	-1,212.55
Bill Pmt -Check	3766	07/05/2010	Siftex	1020 - Checking/US Bank	-1,638.00
Bill Pmt -Check	3835	08/17/2010	Siftex	1020 - Checking/US Bank	-3,698.95
Bill Pmt -Check	3882	09/16/2010	Siftex 52D Connecticut Ave. South Windsor, CT 06074	1020 - Checking/US Bank	-1,168.40
Bill Pmt -Check	3760	06/28/2010	Star Combustion Systems LLC	1020 - Checking/US Bank	-9,149.02
Bill Pmt -Check	3769	07/05/2010	Star Combustion Systems LLC	1020 - Checking/US Bank	-11,694.00
Bill Pmt -Check	3798	07/26/2010	Star Combustion Systems LLC	1020 - Checking/US Bank	-14,988.00
Bill Pmt -Check	3822	08/10/2010	Star Combustion Systems LLC	1020 - Checking/US Bank	-141.79
Bill Pmt -Check	3836	08/17/2010	Star Combustion Systems LLC	1020 - Checking/US Bank	-14,215.00
Bill Pmt -Check	3867	09/08/2010	Star Combustion Systems LLC	1020 - Checking/US Bank	-10,574.57
Bill Pmt -Check	3883	09/16/2010	Star Combustion Systems LLC PO Box 636 Mason, OH 45040	1020 - Checking/US Bank	-18,599.50
Bill Pmt -Check	3767	07/05/2010	The New York Blower Company	1020 - Checking/US Bank	-9,966.94
Bill Pmt -Check	3799	07/26/2010	The New York Blower Company Dept. 20-1004 PO Box 5940	1020 - Checking/US Bank	-1,125.75

Ventilex USA Inc.
Check Detail

June 28 through September 28, 2010

Carol Stream, IL 60197-5940			
Bill Pmt -Check	3761	06/28/2010	UPS Supply Chain Solutions, Inc.
Bill Pmt -Check	3802	07/26/2010	UPS Supply Chain Solutions, Inc.
Bill Pmt -Check	3837	08/17/2010	UPS Supply Chain Solutions, Inc.
Bill Pmt -Check	3853	08/23/2010	UPS Supply Chain Solutions, Inc.
Bill Pmt -Check	3860	08/30/2010	UPS Supply Chain Solutions, Inc.
Bill Pmt -Check	3868	09/08/2010	UPS Supply Chain Solutions, Inc.
28013 Network Place			
Chicago, IL 60673-1280			
Bill Pmt -Check	3753	07/12/2010	Victory Search Group
Bill Pmt -Check	3827	08/12/2010	Victory Search Group
Bill Pmt -Check	3838	08/17/2010	Victory Search Group
5464 N Port Washington Rd.			
Number 292			
Milwaukee, WI 53217			

-21.66
-1,350.83
-25.38
-46.32
-5,861.72
-165.00

-4,054.76
-5,286.44
-22,100.00

None

☐

c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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See Attached

4. Suits and administrative proceedings, executions, garnishments and attachments

None

☐

a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Paramount Farms, Inc. v. Ventilex USA, Inc. Case No. JD 10-08-2651	Judgment	Butler County, Ohio Court of Common Pleas	Judgment
Paramount Farms, Inc. v. Ventilex USA, Inc. Case No. 2:10-cv-02744		United States District Court for the Central District of California	Terminated 4/23/2010
Paramount Farms, Inc. v. Ventilex USA, Inc. Case No. BS 125546		Los Angeles, California Superior Court	Judgment Rendered
Sanfilippo & Son, Inc. v. Ventilex USA Inc. Case No. 08 L 010649	Breach of Contract	Cir. Ct. Cook County, IL Filed 9/25/2008	Voluntary Dismissal without prejudice 6/11/10

**STATEMENT OF
FINANCIAL AFFAIRS
ITEM 3(c)**

Ventilex USA Inc.

Check Detail

June 28 through September 28, 2010

Type	Num	Date	Name	Account	Original Amount
Bill Pmt -Check	3834	08/17/2010	Michael C Hadjinian	1020 - Checking/US Bank	-1,538.30
Bill Pmt -Check	3863	09/08/2010	Michael C Hadjinian	1020 - Checking/US Bank	-3,380.78
Bill Pmt -Check	3880	09/16/2010	Michael C Hadjinian	1020 - Checking/US Bank	-3,113.88
			7235 Stone Harbour Lane West Chester, OH 45069		
Bill Pmt -Check	ACH	07/07/2010	Robinson Industrial Sales, Inc.	1020 - Checking/US Bank	-5,416.66
Bill Pmt -Check	ACH	08/04/2010	Robinson Industrial Sales, Inc. 4528 Caminito Pedernal San Diego, CA 92117-3624	1020 - Checking/US Bank	-699.00
Bill Pmt -Check	ACH	08/18/2010	Thomas J. Schroeder 8378 Sweet Briar Court Liberty Twp, OH 45044	1020 - Checking/US Bank	-10,000.00
Bill Pmt -Check	Wire	08/18/2010	Ventilex B.V.	1020 - Checking/US Bank	-36,540.01
Bill Pmt -Check	Wire	07/02/2010	Ventilex B.V. Europaweg 8 8181 BH Heerde The Netherlands	1020 - Checking/US Bank	-196,879.54

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and Receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None

☐

List all gifts or charitable contributions made within one year immediately preceding the commencement of this case, except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Junior Achievement 1131 Manchester Avenue Middletown, OH 45042	n/a	11/18/09	\$100.00

8. Losses

None

☒

List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES, AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None

☐

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Hahn Loeser & Parks LLP 200 Public Square, Suite 2800 Cleveland, Ohio 44114	Various Dates	6/7/10 - \$5,000.00 8/19/10 - \$19,300.82 9/2/10 - \$1,301.00 9/28/10 - \$25,000.00

10. Other transfers

None

☐

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	6/1/09	Security Agreement All personal property and fixtures Value received: Present and future loans made by secured party to Debtor totalling \$1,896,164.74 as of the petition date.
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	4/7/10	Security Agreement All personal property and fixtures Value received: Present and future loans made by secured party to Debtor totalling \$1,896,164.74 as of the petition date.
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	6/29/10	Security Agreement All personal property and fixtures Value received: Present and future loans made by secured party to Debtor totalling \$1,896,164.74 as of the petition date.
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	8/16/10	Security Agreement All personal property and fixtures Value received: Present and future loans made by secured party to Debtor totalling \$1,896,164.74 as of the petition date.
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	9/10/10	Security Agreement All personal property and fixtures Value received: Present and future loans made by secured party to Debtor totalling \$1,896,164.74 as of the petition date.
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	11/1/09	Mortgage - Real Property (See Schedule A)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Ventilex B.V. Europaweg 8 89181 BH Heerde The Netherlands Relationship: Lender and Parent	4/7/10	Mortgage - Real Property (See Schedule A)

b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

None



NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None



List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Temco Inc. 112 Commerce Blvd. Loveland, OH 45140	Pressure Transmitter \$750.00	At Customer Site
G.E. Booth 8202 W. 10th Street Indianapolis, IN 46214	Pressure Transmitter \$1,250.00	Debtor's place of business

15. Prior address of debtor

None



If the debtor has moved within the three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
8106 Beckett Center Drive West Chester, OH 45069	Ventilex USA Inc.	2006 - 4/2008

16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Sites

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None



a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None



SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

None



NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None



a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

None



NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, record and financial statements

None ☐ a. List all bookkeepers and accountants who within the two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Kathy O'Brien Accounting 4333 E. Galbraith Road Cincinnati, OH 45236	10/2003 - 12/2004
Larry Sturgeon & Associates CPA's 1510 Thornberry Road Amelia, OH 45102	12/2004 - 3/2005
James Gorski Kami-Fund Consulting PO Box 873 West Chester, OH 45071	12/2005 - Present
Jodi Lex Business Manager, Ventilex USA Inc. 4640 Emerald Way Middletown, OH 45044	4/2004 - Present

None ☒ b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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James Gorski	Kami-Fund Consulting PO Box 873 West Chester, OH 45071
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Ventilex B.V.	Europaweg 8 8181 BH Heerde The Netherlands
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None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS	DATE ISSUED
U. S. Bank Cincinnati, Ohio	6/2009
National City Bank Dayton, Ohio	8/2009
Ventilex B.V. Netherlands	9/13/10 (send monthly)

20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Michael C. Hadjinian 7235 Stone Harbour Lane West Chester, OH 45069	President/CEO	
Michael Martell 1185 Park Ave., Apt 3-L New York, NY 10128	Secretary/Director	

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Ronald Vane Imtech Kampenringweg 45a 2800 AJ Gouda	Chairman of the Board/Director	
Gert Buist Ventilex B.V. Europaweg 8 8180 AD heerde The Netherlands	Director	
Ventilex B.V. Europaweg 8 8181 BH Heerde The Netherlands		100% Shareholder
Imtech NV Kampenringweg 45a 2800 AJ Gouda		100% owner of Ventilex B.V.

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Amos Robinson c/o Robinson Industrial Sales, Inc. 4528 Caminito Pedernal San Diego, CA 92117-3624	Interim President	June 2010

23. Withdrawals from a partnership or distribution by a corporation

None ☐ If the debtor is a partnership or a corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME & ADDRESS OF
RECIPIENT, RELATIONSHIP
TO DEBTOR

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY OR
DESCRIPTION AND
VALUE OF PROPERTY

See Attached Sheet

24. Tax Consolidation Group

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

Ventilex B.V.
#133036745

8058.71.974.B.01

* * * * *

STATEMENT OF FINANCIAL AFFAIRS ITEM 23

Ventilex USA Inc.

Vendor QuickReport

September 28, 2009 through September 28, 2010

Thomas J. Schroeder	Type	Date	Num	Split	Amount
General Journal		10/07/2009	1086	8025 - Legal Support	4,037.02
Bill Pmt -Check		01/08/2010	3533	6630 - Severance Pay	45,000.00
Bill Pmt -Check		04/21/2010	ACH	8025 - Legal Support	2,398.29
General Journal		06/30/2010	1259	6630 - Severance Pay	90,000.00
Bill Pmt -Check		08/18/2010	ACH	8025 - Legal Support	10,000.00
				Total	151,435.31

Ventilex USA Inc.

Vendor QuickReport

September 28, 2009 through September 28, 2010

Case

Amount

Split

Account

Num

Date

Type

Robinson Industrial Sales, Inc.

Bill Pmt -Check	10/09/2009	ACH	1020 - Checking/US Bank	Sept expenses & Mgmt Consulting	9,877.99	
Bill Pmt -Check	10/23/2009	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,000.00	
Bill Pmt -Check	11/06/2009	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,000.00	
Bill Pmt -Check	11/16/2009	ACH	1020 - Checking/US Bank	October expenses	4,671.38	
Bill Pmt -Check	11/20/2009	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,000.00	
Bill Pmt -Check	12/04/2009	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,000.00	
Bill Pmt -Check	12/18/2009	ACH	1020 - Checking/US Bank	Nov expenses & Mgmt Consulting	9,985.79	
Bill Pmt -Check	01/15/2010	ACH	1020 - Checking/US Bank	Dec, Jan expenses & Mgmt Consulting	10,368.69	
Bill Pmt -Check	01/19/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,000.00	
Bill Pmt -Check	01/25/2010	3558	1020 - Checking/US Bank	Bonus	10,000.00	
Bill Pmt -Check	02/01/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,416.67	
Bill Pmt -Check	02/16/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,416.67	
Bill Pmt -Check	02/17/2010	ACH	1020 - Checking/US Bank	Jan expenses	4,000.00	
General Journal	03/02/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,416.67	
Bill Pmt -Check	03/15/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,416.67	
Bill Pmt -Check	03/24/2010	ACH	1020 - Checking/US Bank	Feb & March expenses	5,627.23	
Bill Pmt -Check	04/12/2010	ACH	1020 - Checking/US Bank	March expenses	4,500.00	
Bill Pmt -Check	04/19/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	10,833.33	
Bill Pmt -Check	05/03/2010	ACH	1020 - Checking/US Bank	2000 - Accounts Payable - All	5,416.67	
Bill Pmt -Check	05/17/2010	ACH	1020 - Checking/US Bank	April expense & Mgmt Consulting	10,766.67	
Bill Pmt -Check	06/02/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,416.67	
Bill Pmt -Check	06/09/2010	ACH	1020 - Checking/US Bank	May expenses	3,416.67	
Bill Pmt -Check	06/22/2010	ACH	1020 - Checking/US Bank	June expenses	2,722.22	
Bill Pmt -Check	07/07/2010	ACH	1020 - Checking/US Bank	Mgmt Consulting	5,416.67	
Bill Pmt -Check	08/04/2010	ACH	1020 - Checking/US Bank	June expenses	699.00	

12/10 17:29:53 Desc Main

Payments made to Ventilex BV from Sept 28, 2009 to Sept 28, 2010

Date	Amount	Description
01/21/10	443,115.89	Equipment
02/18/10	101,397.10	Equipment
03/26/10	12,686.55	Spare Parts and Freight Charges
03/29/10	95,829.36	Equipment
04/06/10	48,503.73	Equipment, Spare Parts, Freight Charges, & Loading Container Charges
04/09/10	73,308.33	Equipment, Spare Parts & Freight Charges
04/15/10	100,000.00	Equipment
04/23/10	200,000.00	Equipment
05/12/10	125,000.00	Equipment
05/21/10	87,497.26	Equipment
05/25/10	318,403.58	Equipment
06/15/10	37,958.70	Spare Parts, Freight Charges, Service Trips, Equipment & Loading Container Charges
07/02/10	183,998.33	Freight Charges, Equipment, Spare Parts & Freight Charges
08/18/10	34,924.43	Spare Parts and Service Trip

Ventilex USA Inc.
Account QuickReport
 January 1 through October 11, 2010

Type	Date	Num	Amount
General Journal	08/13/2010	1291	55.38
General Journal	08/27/2010	1300	138.46
General Journal	09/10/2010	1304	138.46
General Journal	09/24/2010	1317	138.46
Total 6380 · Employee Auto Allowance			470.76

6200 · Administrative-General
 6380 · Michael Hadjinian Auto Allowance

Ventilex USA Inc.
Vendor QuickReport
January through December 2010

Type	Date	Num	Split	Amount
Michael C Hadjinian				
Bill	08/16/2010		6390 · Travel Expense	1,538.30
Bill Pmt -Check	08/17/2010	3834	2000 · Accounts Payable - All	1,538.30
Bill	08/30/2010		6250 · Small Office Equipment Expense	402.31
Bill	08/30/2010		-SPLIT-	1,047.20
Bill	08/30/2010		6390 · Travel Expense	1,214.30
Bill	09/07/2010		6390 · Travel Expense	682.52
Bill	09/07/2010		6340 · Office Supplies	34.45
Bill Pmt -Check	09/08/2010	3863	2000 · Accounts Payable - All	3,380.78
Bill	09/14/2010		6390 · Travel Expense	855.90
Bill	09/14/2010		6390 · Travel Expense	613.89
Bill	09/15/2010		-SPLIT-	1,644.09
Bill Pmt -Check	09/16/2010	3880	2000 · Accounts Payable - All	3,113.88
Total Expenses Paid				8,032.96

Ventilex USA Inc.
Account QuickReport
 January 1 through October 11, 2010

	<u>Date</u>	<u>Split</u>	<u>Amount</u>
6500 · Payroll Expenses			
6550 · Salaries - Michael			
Hadjinian			
	08/13/2010	6560 · Salaries - Employees	2,923.08
	08/27/2010	6560 · Salaries - Employees	7,307.69
	09/10/2010	6560 · Salaries - Employees	7,307.69
	09/24/2010	6560 · Salaries - Employees	7,307.69
Total 6550 · Salaries - Officers			<u>24,846.15</u>
Total 6500 · Payroll Expenses			<u>24,846.15</u>
TOTAL			<u>24,846.15</u>

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 10/12/2010 Signature /s/ Michael Hadjinian
MICHAEL HADJINIAN,
President

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation sheets attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §152 and 3571

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and required under 11U.S.C. §§ 110(b), 110(h), and 342(b); (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110(c).)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X
Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 18 U.S.C. §156.